

THE TORONTO STOCK EXCHANGE

30/11/72
4/1/73

FILING STATEMENT NO. 1854.
FILED, JANUARY 4, 1973.

PEYTO OILS LTD. *file*

Full corporate name of Company
Incorporated in the Province of Alberta by Certificate
of Incorporation dated May 19, 1966.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Peyto Oils Ltd., through a share exchange offer will acquire all outstanding shares of Polaris Oil Limited. Polaris Oil Limited, Alberta incorporated by Certificate of Corporation dated February 19, 1971, authorized \$3,000,000 divided into 5,000,000 shares N.P.V. outstanding 2,300,001 shares. (See Item 6.)
2. Head office address and any other office address.	335, 805 Fifth Street S. W., Calgary, Alberta T2P 1W3. Registered in Saskatchewan c/o Robert L. Pierce, 201, 2180 - 12th Avenue, Regina, Saskatchewan.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	William Wolodarsky, 2011 Bayshore Rd. S.W., Calgary, President and a Director of the Company since its incorporation. Robert T.M. Vanderham, 2116 Hope St. S.W., Calgary, Vice-President and Director of the Company since its incorporation. A. N. McCrudden, 82 Walnut Drive S.W., Calgary, Secretary and Director of the Company since its incorporation, is a partner of McLaws & Company, Barristers & Solicitors, Calgary. C. W. Byler, 4 Varanger Place N.W., Calgary, a Director of the Company, is presently a Vice-President of Bongard, Leslie & Co. Ltd., Investment Dealers. J. A. Downing, 925 Royal Ave., Calgary, will become a Director of the Company. He is presently President and Director of Polaris Oil Limited and prior to which he was President and a Director of Ensign Oils Limited.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized \$3,000,000 divided into 3,000,000 shares without nominal or par value of which 1,953,293 shares are issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	N I L.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	a) By an offer dated October 19, 1972, and accepted November 20, 1972, Peyto Oils Ltd. will exchange 1 share without nominal or par value of Peyto Oils Ltd. for each 6 shares without nominal or par value of Polaris Oil Limited. In all, Peyto will issue 383,328 shares for the 2,300,000 shares of Polaris Oil Limited now outstanding. (See Item 11.) b) On June 23, 1971 Peyto Oils Ltd. granted to Pitcairn Incorporated, 101 Greenwood Avenue, Jenkintown, P.A., 19046, U.S.A., a share purchase warrant to purchase 50,000 shares of Peyto Oils Ltd. exercisable as follows: \$2.25 per share if exercised prior to June 23, 1974. \$2.50 per share if exercised prior to June 23, 1975. \$2.75 per share if exercised prior to June 23, 1976. This warrant was granted in consideration for obtaining funds for a drilling program for 1971 and 1972.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	See Item 6.																																																								
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Touche, Vintcent Investment Consultants Ltd., 2405, 505 Sixth Street S. W., Calgary, will receive 4,762 Peyto shares at a deemed value of \$4.20/share as a finder's fee. The firm acted as intermediary in this transaction.																																																								
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The aims of Peyto Oils Ltd. are to initiate oil and gas prospects and to test these prospects with the financial aid of others, to acquire lands prospective for oil and gas, and to acquire producing oil and gas properties. This has resulted in oil and gas wells in Saskatchewan and Alberta, and a wildcat spread of acreage in Alberta, Saskatchewan and Northwest Territories. Company intends to continue this program with emphasis of the initiation of prospects by means of geological studies.</p> <p>In addition, company carries out oil and gas exploration in Tunisia, Turkey, Guyana and Great Britain.</p> <p>Mining exploration is carried out to a limited extent in the Cache Creek Area, B.C.</p> <p>NOTE: See pages 3,4 & 5, for appraisals of property interests of Polaris Oil Limited.</p>																																																								
10. Brief statement of company's chief development work during past year.	Oil and gas exploration and development, company participated during its last fiscal year ending May 31, 1972, in the drilling of 14 gross wells.																																																								
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>The selling shareholders of Polaris Oil Limited, their addresses, their present share holdings of Polaris Oil Limited and their shareholdings, as a result of the share exchange of Peyto Oils Ltd. are shown below:</p> <table><thead><tr><th>Name</th><th>Address</th><th>Polaris Shares</th><th>Peyto Shares</th></tr></thead><tbody><tr><td>John A. Downing</td><td>925 Royal Ave., Calgary</td><td>400,000</td><td>66,666 *</td></tr><tr><td>Roger L. Ball</td><td>14 Varston Place, Calgary</td><td>200,001</td><td>33,333 *</td></tr><tr><td>A. W. Nauss</td><td>Inaway Cottage, Fairyland, Pembroke, Bermuda</td><td>380,000</td><td>63,333 *</td></tr><tr><td>John C. Allen Limited</td><td>400,112 King St. W, Toronto</td><td>360,000</td><td>60,000</td></tr><tr><td>D. B. Nauss</td><td>Inaway Cottage, Fairyland, Pembroke, Bermuda</td><td>20,000</td><td>3,333 *</td></tr><tr><td>Guardian Ventures Limited</td><td>48 Yonge St., Toronto</td><td>200,000</td><td>33,333 *</td></tr><tr><td>Canadian Enterprise Dev. Corp. Ltd.</td><td>967 Sun Life Bldg., Montreal, Canada</td><td>400,000</td><td>66,666 *</td></tr><tr><td>Unas Investments Limited</td><td>Box 63, Toronto Dominion Centre, Toronto</td><td>100,000</td><td>16,666 *</td></tr><tr><td>Mr. Geo. Montague Marmont Limited</td><td>46 Glen Road, Toronto</td><td>100,000</td><td>16,666 *</td></tr><tr><td>James F. Junge</td><td>Jenkintown Plaza, Jenkintown, P.A.</td><td>50,000</td><td>8,333 *</td></tr><tr><td>John Graham</td><td>9th Flr. 100 Spark St., Ottawa</td><td>50,000</td><td>8,333 *</td></tr><tr><td>Willroy Mines Ltd.</td><td>400,112 King St. W., Toronto</td><td>20,000</td><td>3,333 *</td></tr><tr><td>Malartic Gold Fields (Quebec) Limited</td><td>400, 112 King St. W., Toronto</td><td>20,000</td><td>3,333 *</td></tr></tbody></table> <p>*5½ Peyto shares, being the aggregate of the fractional shares will be paid out in cash equivalent, at \$2.75/share.</p>	Name	Address	Polaris Shares	Peyto Shares	John A. Downing	925 Royal Ave., Calgary	400,000	66,666 *	Roger L. Ball	14 Varston Place, Calgary	200,001	33,333 *	A. W. Nauss	Inaway Cottage, Fairyland, Pembroke, Bermuda	380,000	63,333 *	John C. Allen Limited	400,112 King St. W, Toronto	360,000	60,000	D. B. Nauss	Inaway Cottage, Fairyland, Pembroke, Bermuda	20,000	3,333 *	Guardian Ventures Limited	48 Yonge St., Toronto	200,000	33,333 *	Canadian Enterprise Dev. Corp. Ltd.	967 Sun Life Bldg., Montreal, Canada	400,000	66,666 *	Unas Investments Limited	Box 63, Toronto Dominion Centre, Toronto	100,000	16,666 *	Mr. Geo. Montague Marmont Limited	46 Glen Road, Toronto	100,000	16,666 *	James F. Junge	Jenkintown Plaza, Jenkintown, P.A.	50,000	8,333 *	John Graham	9th Flr. 100 Spark St., Ottawa	50,000	8,333 *	Willroy Mines Ltd.	400,112 King St. W., Toronto	20,000	3,333 *	Malartic Gold Fields (Quebec) Limited	400, 112 King St. W., Toronto	20,000	3,333 *
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12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	<p>J. A. Downing - 925 Royal Avenue S.W., Calgary, Alberta.</p> <p>Roger L. Ball - 14 Varston Place N.W., Calgary, Alberta.</p> <p>A.W. Nauss, Inaway Cottage, Fairyland, Pembroke, Bermuda.</p> <p>John, C. Allen Limited, 400, 112 King St. W., Toronto, Ontario.</p> <p>Guardian Ventures Limited, 48 Yonge Street, Toronto, Ontario.</p> <p>Canadian Enterprises Development Ltd., 967 Sun Life Bldg., Montreal, Canada.</p>																																																								
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	N I L																																																								

EVALUATION REPORT

Clive D. McCord P. Eng.

CONSULTING GEOLOGICAL ENG.

2636 — LINDSTROM Dr. S.W.
CALGARY, ALBERTA
T3E 6E1

TELEPHONE
(403) 249-3312

December 14, 1972

Polaris Oil Limited
1050 Elveden House
Calgary, Alberta
T2P 0Z3

Dear Sir:

Pursuant to your request I have prepared estimates of the value of the petroleum and natural gas leases, permits, reservations and licence owned by Polaris Oil Limited as of October 31, 1972.

Your Company owns 131,505 net undrilled acres valued at a total \$904,488 Canadian dollars. Summaries of the net acreage and values per Country are:

	<u>Acres</u>	<u>Canadian Dollars</u>
Western Canada	101,439	\$309,810.00
United States of America	24,666	54,678.00
British Sector, offshore		
North Sea	5,400	540,000.00
TOTALS	131,505 Acres	\$904,488.00

The acreage evaluations were made on a per lease basis and listed under "Acreage Interest Evaluation," Pages 1 - 23. A Summary List by Area precedes the detail listing in this report.

The values estimated per parcel reflect a consideration of data that includes: Current acquisition prices in each specific area; abandoned or successful tests of the subsurface formations on or adjacent to the properties; stratigraphy; structural environment, enforced in several instances by seismic data; and the quantitative and qualitative character of oil and gas accumulations that have been discovered and are known to be present in a regional area.

I consider all of the acreage values in the listings to be conservative estimates because of the real unknown potential of an area. Two extreme cases are noted, the first, the large acreage spread in Montana has been assigned a minimum \$1.00 per acre value; the second the Petroleum Production Licence P 203 in block 3/7 in the United Kingdom Area of the North Sea has a \$100.00 per acre evaluation.

The Montana acreage is a residual asset resulting from an unsuccessful exploration program by your company for shallow gas accumulations. No value has been assigned to its acreage for the very considerable sedimentary section present at depth. Oil reservoirs have been discovered and are being produced from these deeper zones in this region.

Polaris Oil Limited net interest in the North Sea block 3/7 valued at \$540,000 represents sixty percent of the Company's undrilled land asset, however, the estimate will be conservative in the event of even a moderate success on a portion of the block. The structures and thick stratigraphic section indicated by seismic to be present on the block suggest an environment comparable to areas where oil discoveries have been made. The discoveries in the region of block 3/7 are of major size and occur in zones that vary greatly in geological age, a factor that enhances the potential of the region.

Clive D. McCord

Clive D. McCord P. Eng.
Alberta British Columbia

NOTE: The 23 page 'Acreage Interest Evaluation' referred to in the above report, is on file with The Exchange.

POLARIS OIL LIMITED

SUMMARY OF UNPROVEN ACREAGE INTEREST APPRAISALS

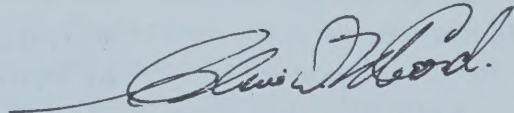
Estimated Company Net Share of Fair Market Value

	<u>Gross Area Acres</u>	<u>Net Area Acres</u>	<u>Working Interest Lands</u>
ALBERTA			
Pages 1 - 12	81,498	10,291	164,935
SASKATCHEWAN			
Pages 13 - 19	100,826	79,708	141,515
MANITOBA			
Page 20	3,040	960	960
BRITISH COLUMBIA			
Page 21	480	480	2,400
MONTANA			
Page 22	25,890	6,336	8,788
NORTH DAKOTA			
Page 23	22,218	18,330	45,890
	<hr/>	<hr/>	<hr/>
	233,952	126,105	364,488
Petroleum Production License P203-Block 3/7- United Kingdom Area - North Sea	54,000	5,400	<hr/>
			540,000
			<hr/>
			\$ 904,488
			<hr/>

CERTIFICATE OF QUALIFICATION

I, Clive Douglas McCord, Professional Engineer, of 2636 Lindstone Dr.S.W.,
Calgary, Alberta, Canada, hereby certify:

1. That I evaluated the petroleum natural gas leases, permits and reservations owned by Polaris Oil Limited as of October 31, 1972; and prepared a report of that appraisal on December 14, 1972;
2. That I, Clive Douglas McCord, have no direct or indirect interest, nor do I expect to receive any direct, or indirect interest, in any properties or securities of Polaris Oil Limited;
3. That I attended the University of British Columbia in the years 1945-51 and that I graduated as a Geological Engineer in 1951 with a degree of Bachelor of Applied Science;
4. That I am a registered Professional Engineer in the Province of Alberta and British Columbia and that I have twenty years of experience in the oil and gas exploration in Western Canada both as a Consultant and as an employee of Petroleum Corporations actively engaged in oil and gas exploration;
5. That the aforementioned report is not based on a personal field or lease document examination of the lands in question;
6. That the basic geological and geophysical data employed in determining a value of the various lands were supplied by Polaris Oil Limited; the information was supplemented by information available from publications, maps and logs available from Petroleum Libraries.



C. D. McCord P.Eng.
Alberta British Columbia

Calgary, Alberta
December 14, 1972

EVALUATION REPORT

MCDANIEL CONSULTANTS (1965) LTD.

Oil and Gas Reservoir Evaluations

R. R. MCDANIEL, P.ENG.
G. C. KNUTSON, P.ENG.
R. E. HUGHES, P.ENG.
W. C. SETH, P.ENG.
F. SCHORNING, P.GEOL.

800 WESTERN UNION BLDG.
640 EIGHTH AVENUE S.W.
CALGARY 2, ALBERTA
TELEPHONE (403) 262-5506

February 28, 1972

Polaris Oil Limited,
970 Elveden House,
Calgary 2, Alberta.

Attention: Mr. J.A. Downing

Dear Sir:

Pursuant to your request we have prepared estimates of the reserves of natural gas, natural gas liquids and sulphur and the fair market value of these reserves and the unproven mineral rights interests of Osler, Hammond & Nanton Limited, hereinafter referred to as the "Company" as of January 1, 1972. The Company's net share of remaining natural gas, natural gas liquids and sulphur reserves as of January 1, 1972 and the respective fair market values assigned to these reserves and to the Company's unproven mineral rights interests were estimated to be as follows:

	Estimated Company Net Share of Proven Remaining Reserves as of January 1, 1972 <u>Mincf - Barrels - Long Tons</u>	Estimated Company Share of Fair Market Value <u>as of Jan. 1, 1972-\$</u>
<u>East Crossfield Unit</u>		
Natural Gas	690	45,100 ^v
Natural Gas Liquids	7,900	8,700 ^v
Sulphur	21,510	57,900 ^v
Subtotal		<u>111,700</u>
Unproven Mineral Rights Interests		71,100 ^v
TOTAL		<u><u>182,800</u></u>

The producing reserve interests of the Company were indicated to consist of a 10 percent gross royalty in Tract E85-26-4

in the Elkton formation of the East Crossfield Unit and a gross royalty interest of 6.18750 percent in Tract D85-26-1 in the Crossfield formation of the East Crossfield Unit. The tracts in question include the W/2 and fraction of the SE/4-26-28-1 W5 and were indicated to have participation factors of 0.53231 and 2.50644 percent in the Elkton and Crossfield zones respectively. It should be noted on the attached computer runs showing the forecast of production and revenue for natural gas that the total natural gas reserves for the Elkton and Crossfield formations have been included in each of the runs and the fraction of these total reserves attributable to each of the zones has been incorporated into the Company interest calculations. It is understood that the percentage contribution of each of these zones to the total natural gas reserves has been established at 22.547332 percent and 77.452668 percent in the Elkton and Crossfield zones respectively. The Company was also indicated to have scattered unproven mineral rights interests in the provinces of Manitoba, Saskatchewan and Alberta.

The natural gas reserves estimates were based on a study of the volumetric data and performance characteristics of the Elkton and East Crossfield reservoirs in the East Crossfield Unit. The estimates of natural gas liquids and sulphur reserves were predicated on the anticipated recoveries of these products from the natural gas reserves. All of these reserves have been placed in a proven category.

The fair market value of these reserves was obtained by employing future production and revenue analyses. The future natural gas production rates were forecast on the basis of minimum gas purchase contract volumes. The Company's net share of future production was obtained by employing the respective gross royalty interests in the reserves in question. The future gross revenues were then estimated by employing the contract natural gas prices as adjusted for BTU content. The resulting net revenue figures were then discounted at rates of 6, 9, 12 and 15 percent on a semi-annual basis. The fair market value was obtained by employing a factor of 70 percent of the total present worth value at a 6 percent discount rate. It is our opinion that an average fair market value of such reserves can usually be approximated by employing the described method providing that the purchase price of the property is considered deductible for income tax purposes.

It would appear that the royalty interests employed in each case represent gross royalties on the plant production before the deduction of any costs. It would be assumed that because costs are normally charged to royalty interest for gathering and processing these interests have been negotiated with the operator and are of a firm and enduring nature. It is strongly recommended however that this assumption be verified before the estimates presented herein are

deemed to be acceptable.

It is to be noted that even with the described treatment of the interest in question on a gross-royalty-before-cost concept, the revenues reported for sulphur sales over the past year have been substantially above that which would have been anticipated. It can only be assumed that the recent sulphur sales included essentially the full disposal of all the sulphur production and perhaps certain volumes of inventory in that period. It is noteworthy that in the forecast it was assumed that only a portion of the sulphur production would be sold. This latter assumption was predicated on the severely restricted markets and prices of sulphur which presently exist and which are forecast to continue for an extended period into the future.

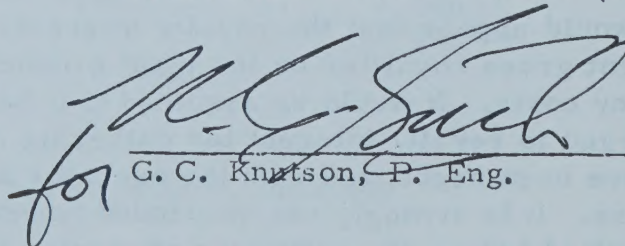
The fair market value of the Company's unproven mineral interests was estimated on the basis of such factors as pipeline facilities, industry activity, accessibility, oil and gas prices, quality of production, going acreage prices and the general geological prospects in the various areas in question. All of the mineral rights in question were assumed to be in good standing as to obligations, rentals, etcetera as of the dating of this report. The evaluation of the various individual parcels and areas in question has not been included herein but will be provided in computer worksheet form. It is to be noted that in certain instances and in particular where those mineral interests owned by the Company in the Wainwright area of the province of Alberta are under a special type lease the effects of our interpretation of the said leases were taken into account in making this evaluation.

Because of the difficulty of verifying the complex nature of the figures involved, it is strongly recommended that a careful review of these basic aspects and questions in this study be made to ensure the proper order of magnitude and accuracy of the individual and overall figures.

The extent and character of ownership and all other factual data employed in this study were accepted as represented. We would be pleased to answer any questions with regard to these estimates.

Sincerely,

McDANIEL CONSULTANTS (1965) LTD.


for G. C. Knutson, P. Eng.

GCK:lh

NOTE: The 'Computer runs' referred to in the above report, are on file with The Exchange.

FINANCIAL STATEMENTS

PEYTO OILS LTD. AND SUBSIDIARY COMPANIES

CONSOLIDATED BALANCE SHEET

AS AT AUGUST 31, 1972

UNAUDITED

ASSETS

Current Assets:

Cash and deposit receipts	\$ 272,312
Accounts receivable	2,268
Current portion of notes receivable	5,000
Prepaid expenses	219
Total current assets	<u>279,799</u>

Notes receivable from directors, net of current portion	<u>20,000</u>
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Property, plant and equipment cost	
Less: accumulated depletion and depreciation	2,572,013

Other assets:

Investments	288,063
Refundable deposits	11,249
Incorporation costs	4,961
	<u>304,273</u>
	<u>\$3,176,085</u>

LIABILITIES

Current Liabilities:

Bank overdraft	4,583
Current portion of long term debt	100,000
Accounts payable accrued liabilities	6,880
Total current liabilities	<u>111,463</u>

Long Term Debt

Bank loan, net of current portion	<u>615,000</u>
Minority interest in subsidiary company	<u>163,953</u>

Shareholders Equity:

Capital stock	
Authorized:	
3,000,000 shares without nominal or par value	
Issued:	
1,953,293 shares	2,376,025
Deficit	90,356
	<u>2,285,669</u>
	<u>\$3,176,085</u>

PEYTO OILS LTD.

W. W. Woodhouse Director

W. W. Woodhouse Director

UNAUDITED

Oil and gas sales	\$ 47,437
Geological and consulting fees	4,214
Interest Earned	<u>2,449</u>
	54,100

General and administration	27,410
Lease operating	6,350
Interest charges	<u>11,486</u>
	45,246

Profit	\$ 8,854
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Deficit at beginning of period	99,210
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Deficit at end of period	<u>90,356</u>
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THREE MONTHS ENDED AUGUST 31, 1972

UNAUDITED

Cash flow from operations	\$ 8,854
Refundable deposits	<u>21</u>
Total funds provided	\$ 8,875

Property, plant and equipment	75,017
Repayment of bank loan	14,000
Investments	<u>135,352</u>
Total funds applied	\$ 224,369

Increase (decrease) in working capital	(215,494)
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Working capital at beginning of period	383,830
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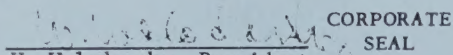
Working capital at end of period	\$ 168,336
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14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N I L
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	W. Wolodarsky, 2011 Bayshore Rd. S.W., Calgary 232,030 R. T. M. Vanderham 2116 Hope St., S.W., Calgary 216,980 Pitcairn Incorporated & Associated Entities, 101 Greenwood Ave., Jenkintown, Penna. 19046, U.S.A. 200,000 Monray & Co.*P.O. Box 1900, Station "B", Montreal 110, Canada 108,800 Doherty, McGuaig Limited *, The Simpson Tower, Toronto, Canada 100,616 *presumed nominees - names of beneficial owners not known.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	W. Wolodarsky - 2011 Bayshore Road S. W., Calgary, Alberta. R. T. M. Vanderham - 2116 Hope Street S. W., Calgary, Alberta.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	a) 3.9% (156,123 shares) of Sea Search Ltd., acquired on April 16, 1971 at a cost of \$388,419 of which \$131,000 is payable in August 1973. b) 65% (2,150,501 shares) of Giant Reef Petroleum Limited. c) 42½% (45 shares) of Enjay Holdings Ltd., a U.K. incorporated company, holder of block 211/2 in U.K. sector of the North Sea. Book value May 31, 1972 - \$5,633. d) 100% of the shares of Peyto Exploration Inc. (Company's U.S. subsidiary).
18. Brief statement of any lawsuits pending or in process against company or its properties.	N I L.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Management contracts dated February 1, 1972 made between Peyto Oils Ltd. and Wolodarsky Consulting Ltd. and Vanderham Oil Properties Ltd. to ensure the services of Messrs. Wolodarsky and Vanderham for a period of 10 years. The monthly cost to Peyto Oils is \$1,750 per contract.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts and no shares are in the course of primary distribution to the public.

DATED November 24, 1972.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)


W. Wolodarsky, President.
R. T. Vanderham, Vice-President

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

